

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415331

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/08/2016
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Blue Falcon I Inc.		04/08/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Albany Engineered Composites, Inc.
Street Address:	216 Airport Drive
City:	Rochester
State/Country:	NEW YORK
Postal Code:	03867
Entity Type:	Corporation: NEW HAMPSHIRE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3676979	BEAR CLAW
Registration Number:	3656557	BEAR CLAW

CORRESPONDENCE DATA

Fax Number: 2126096921

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (212) 609-6800

Email: kehrhard@mccarter.com, dlynch@mccarter.com

Correspondent Name: McCarter & English, LLP

Address Line 1: 245 Park Avenue, 27th Floor

Address Line 2: c/o Kathleen Ehrhard

Address Line 4: New York, NEW YORK 10167

ATTORNEY DOCKET NUMBER:	127504-00001
NAME OF SUBMITTER:	Kathleen Ehrhard
SIGNATURE:	/ke/
DATE SIGNED:	02/08/2017

Total Attachments: 5

CH \$65.00 3676979

source=Certificate of Ownership and Merger (filed)#page1.tif
source=Certificate of Ownership and Merger (filed)#page2.tif
source=Certificate of Ownership and Merger (filed)#page3.tif
source=Certificate of Ownership and Merger (filed)#page4.tif
source=Certificate of Ownership and Merger (filed)#page5.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BLUE FALCON I INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALBANY ENGINEERED COMPOSITES, INC." UNDER THE NAME OF "ALBANY ENGINEERED COMPOSITES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW HAMPSHIRE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 2016, AT 10:42 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

6011142 8100M
SR# 20162166052

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202115911
Date: 04-08-16

TRADEMARK
REEL: 005986 FRAME: 0018

CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING
BLUE FALCON I INC.
(a Delaware corporation)**

**WITH AND INTO
ALBANY ENGINEERED COMPOSITES, INC.
(a New Hampshire corporation)**

Pursuant to Section 253 of the
Delaware General Corporation Law

ALBANY ENGINEERED COMPOSITES, INC., a New Hampshire corporation (the "Company") organized and existing under and by virtue of the New Hampshire Business Corporation Act, as amended (the "NHBCA"), does hereby certify to the following facts relating to the merger of Blue Falcon I Inc., a Delaware corporation (the "Subsidiary") with and into the Company, with the Company remaining as the surviving corporation:

FIRST, that the names and states of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BLUE FALCON I INC.	Delaware
ALBANY ENGINEERED COMPOSITES, INC.	New Hampshire

SECOND, that the Company owns all of the issued and outstanding shares of the capital stock of the Subsidiary;

THIRD, that the laws of the State of New Hampshire, including, without limitation, Section 293-A:11 of the New Hampshire Business Corporation Act, as amended, permit a Delaware corporation to merge with and into a New Hampshire corporation;

FOURTH, that the Company agrees to be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Company arising from the merger, including any suit or other proceeding to enforce the rights of any stockholders pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding, with a copy of such proceeding to be mailed by the Secretary of State to Albany Engineered Composites, Inc., 216 Airport Drive, Rochester, New Hampshire, 03867, Attention: Charles J. Silva Jr.; and

FIFTH, that the Company, by resolutions of its Board of Directors duly adopted on April 8, 2016, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL, which resolutions are in the following words, to wit:

WHEREAS, Albany Engineered Composites, Inc. (the "Company") owns all of the outstanding shares of the capital stock of Blue Falcon I Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Board deems it advisable and in the best interests of the Company to merge the Subsidiary with and into the Company such that the Company assumes all of the obligations of the Subsidiary (the "Merger") pursuant to Section 253 of the DGCL and Section 293-A:11.05 of the New Hampshire Business Corporation Act (the "NHBCA"), as a result of which the Company shall continue as the surviving corporation; and

WHEREAS, the Merger shall be effected pursuant to a Certificate of Ownership and Merger, in the form attached hereto as Exhibit A, as prescribed by Section 253 of the DGCL (the "Certificate"), a Plan of Merger, in the form attached hereto as Exhibit B, as prescribed by Section 293-A:11.02 of the NHBCA (the "Plan of Merger"), and Articles of Merger, in the form attached hereto as Exhibit C, as prescribed by Section 293-A:11.06 of the NHBCA (the "Articles of Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it is hereby, authorized and approved for all purposes and in all respects;

FURTHER RESOLVED, that the execution, delivery and performance of the Certificate, the Plan of Merger and Articles of Merger, and the consummation of the transaction contemplated thereby, be, and they are hereby, authorized and approved for all purposes and in all respects;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then issued and outstanding share of capital stock of the Company shall remain unchanged and continue to remain outstanding as one share of capital stock of the Company, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then issued and outstanding share of capital stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

FURTHER RESOLVED, that each of the President, Vice President, Secretary, General Counsel, Treasurer and/or such other officers of the Company as any of them may designate of the Company (the "Authorized Officers") be, and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company: (i) the Certificate for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, (ii) the Articles of Merger and the Plan of Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of New Hampshire, and (iii) to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger;

FURTHER RESOLVED, that the Company shall agree to be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Company arising from the merger, including any suit or other proceeding to enforce the rights of any stockholders pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding, with a copy of such proceeding to be mailed by the Secretary of State to Albany Engineered Composites, Inc., 216 Airport Drive, Rochester, New Hampshire, 03867, Attention: Charles J. Silva Jr.; and

FURTHER RESOLVED, that the Merger shall be effective as of the filing of the Certificate with the Secretary of State of Delaware and the Articles of Merger with the Secretary of State of the State of New Hampshire (or such later time as provided in the Certificate and the Articles of Merger), and that, said time shall be the effective merger time.

(Signature page follows)

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 8th day of April, 2016.

ALBANY ENGINEERED COMPOSITES, INC.

By: _____



Name: Charles J. Silva, Jr.

Title: Vice President

[Signature Page to Certificate of Ownership and Merger]